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INDEXING:

Lot 5 of Southaven Towne Center
Section 36, Township 1 South, Range 8 West
City of Southaven, Desoto County, Mississippi

This Instrument Prepared By:

Shumacker Witt Gaither & Whitaker, P. C.
CBL Center, Suite 210
2030 Hamilton Place Boulevard
511 Union Street, Suite 2100
Chattanooga, Tennessee 37421
Attention: Michael D. Treacy, Esq.
Preparer's Phone: 423-425-7211
Grantor's Phone: 423-855-0001

After recording, please return to:

When Recorded Return To:
Cicily Mitchell/NTS No. 04ATL2MB
Fidelity National Title Ins. Co.
1800 Parkway Place, Suite 700
Marietta, GA 30067

Grantee's Phone: 404-245-4000
(Smokey Bones Parcel)

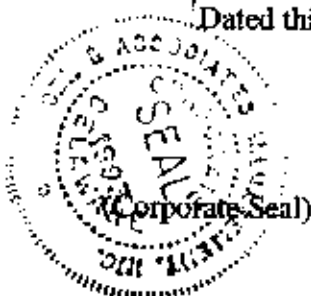
SPECIAL WARRANTY DEED

The Grantor, **CBL & ASSOCIATES MANAGEMENT, INC.**, a Delaware corporation, whose address is CBL Center, Suite 500, 2030 Hamilton Place Boulevard, Chattanooga, Tennessee 37421 ("Grantor"), hereby sells, conveys and specially warrants to **GMRI, INC.**, a Florida corporation ("Grantee"), whose address is 5900 Lake Ellenor Drive, Orlando, Florida, 32809 ("Grantee"), those certain premises situated in or near the City of Southaven, DeSoto County, Mississippi, more particularly described in Exhibit "A" attached hereto and made a part hereof (the "Property"). This conveyance is subject to the matters set forth in Exhibit "B" attached hereto and made a part hereof.

This conveyance is made for the sum of Ten Dollars (\$10.00) and other good and valuable consideration, the receipt of which is hereby acknowledged by the Grantor.

Grantor does hereby bind itself and its successors and assigns, to warrant and forever defend all and singular the Property, together with all and singular, the rights and appurtenances thereto in any wise belonging, unto the Grantee, its successors and assigns, against all persons lawfully claiming or to claim the same, or any part thereof, by, through or under Grantor, but not otherwise.

Dated this 19th day of May, 2005.



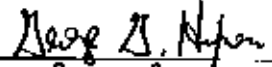
CBL & ASSOCIATES MANAGEMENT, INC.

By 

Name: **AUGUSTUS N. STEPHAS**
Senior Vice President - Accounting and Controller

Title: _____

ATTEST:

By: 
Name: George G. Hixson
Title: Asst. Secretary

STATE OF TENNESSEE
COUNTY OF HAMILTON

Before me, the undersigned, a notary public in and for the County and State aforesaid, personally appeared Augustus N. Stephens, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who upon oath acknowledged himself to be the Sr. VP. Adm. Chm. of CBL & ASSOCIATES MANAGEMENT, INC., a Delaware corporation, and that he as such Sr. VP. Adm. Chm. being authorized so to do, signed, executed and delivered the foregoing instrument for the purposes herein contained, by signing the foregoing instrument as Sr. VP. Adm. Chm. of said CBL & ASSOCIATES MANAGEMENT, INC., a Delaware corporation, on the day and year therein mentioned.

Witness my hand and seal this the 19th day of May, 2005.

Marion D. Glass
Notary Public



My commission expires: 4-26-06

EXHIBIT "A"**LEGAL DESCRIPTION OF THE PROPERTY**
(Smokey Bones Parcel)

Lot 5 of Southaven Towne Center Subdivision in Section 36, Township 1 South, Range 8 West, City of Southaven, Desoto County, Mississippi, as shown upon the Subdivision Plat entitled "Revision One, Lots 1 thru 14 and 16 thru 17, Southaven Towne Center, Zoned C4", prepared by Southern States Survey, Inc., dated February 11, 2005, recorded in Plat Book 91, pages 6 and 7, in the Office of the Chancery Court Clerk, Desoto County, Mississippi.

EXHIBIT "B"**PERMITTED EXCEPTIONS**

1. Taxes or special assessments which are not yet due and payable which are not shown as existing liens by the public records.
2. Ad valorem taxes for the year 2005 and subsequent years.
3. Twenty foot sewer easement recorded in Plat Book 89, page 36, Office of the Chancery Court Clerk, Desoto County, Mississippi, and being recorded in Book 190, page 35, modified in Book 199, page 84 and Book 221, page 158, Office of the Chancery Court Clerk, Desoto County, Mississippi.
4. Easement Agreement recorded in Book 331 at page 4, Office of the Chancery Court Clerk, Desoto County, Mississippi.
5. All matters shown on the survey of Lots 4, 5 and 6 "Revision One, Southaven Towne Center" dated April 6, 2005, prepared by Dickinson and Bennett, Inc., Drawing No. DWG6/041280VERALL.
6. Applicable zoning and building laws and subdivision ordinances and regulations.
7. Easement Agreement of record in Book 436, page 766, Office of the Chancery Court Clerk, Desoto County, Mississippi.
8. Easements and Restrictions Agreement of record in Book 493, page 560, Office of the Chancery Court Clerk, Desoto County, Mississippi.
9. Restrictive covenant contained in instrument recorded in Book 495, page 16, Office of the Chancery Court Clerk, Desoto County, Mississippi.
10. All Matters shown on the Plat of record in Plat Book 91, page 6, Office of the Chancery Court Clerk, Desoto County, Mississippi.
11. Restrictions Agreement of record in Book __, page __, Office of the Chancery Court Clerk, Desoto County, Mississippi.